

**SPECIAL STATE BANKING BOARD MEETING
OFFICE OF THE COMMISSIONER
DEPARTMENT OF FINANCIAL INSTITUTIONS
2000 SCHAFER STREET, SUITE G
BISMARCK, NORTH DAKOTA**

December 4, 2013

Chairman Entringer called the Board into open session at 9:30 a.m.,
Wednesday, December 4, 2013, by conference call.

MEMBERS PRESENT: Robert J. Entringer, Chairman (*Office*)
Nancy Baerwald, Member (*Cando*)
Linda Beall, Member (*Velva*)
Bill Daniel, Member (*Bismarck*)
Kim Larson, Member (*Casselton*)
Anita Quale, Member (*Watford City*)
Tom Stennes, Member (*Harwood*)

MEMBERS ABSENT: None

ALSO PRESENT: Aaron Webb, Assistant Commissioner (*Office*)
Suzette Richardson, Administrative Staff Officer (*Office*)
Lise Kruse, Chief Examiner – Banks (*Office*)
Jan Murtha, Assistant Attorney General (*Office*)
Jim Goetz, Security First Bank of ND (*Arizona*)
Sarah Getzlaff, Security First Bank of ND (*Mandan*)
Fred Manuel (*Minnesota*)

CHANGE OF CONTROL APPLICATION

Chairman Entringer indicated the purpose of this special meeting is to consider the application from James M. and Devon Goetz Family Trust Five to acquire 3,910 shares (39.53%) of the total 9,890 voting shares of Oliver Bancorporation, Inc., Center, North Dakota.

Assistant Commissioner Webb reviewed his Memorandum dated November 29, 2013, indicating the Department received the change of control application on November 4, 2013, and the application was deemed complete on November 8, 2013.

Assistant Commissioner Webb indicated pursuant to North Dakota Administrative Code § 13-02-17-01, notice of the change of control application was published in the New Salem Journal on October 30, 2013, and in the Center Republican on October 31, 2013. Assistant Commissioner Webb indicated the comment period ended on November 20, 2013, and no comments were received nor were there any requests for copies of the application.

Assistant Commissioner Webb reviewed North Dakota Century Code § 6-08-08.1(4), which outlines the criteria for which the State Banking Board may disapprove any change of control application.

Assistant Commissioner Webb indicated the proposed change of control application is a simple transaction whereby Devon J. Goetz will gift 3,910 voting shares (39.53%) of Oliver Bancorporation, Inc., Center, North Dakota, to the James M. and Devon J. Goetz Family Trust Five. Assistant Commissioner Webb indicated pursuant to Section 6-08-08.1 of the North Dakota Century Code, the change of control application was necessary since the proposed transaction will result in James M. and Devon J. Goetz Family Trust Five (Trust Five) exceeding the 25% threshold. Assistant Commissioner Webb continued since this change of control is based on a gift, there are no loans or other borrowings from the applicant to report.

Mr. Manuel explained in July 2013 James M. Goetz gifted to Devon J. Goetz 3,910 shares, and those shares would be held by Devon J. Goetz for a period of time and eventually placed into a trust as of approximately December 31, 2013.

Mr. Manuel explained that the James M. and Devon J. Goetz Family Trust Four application (Trust Four), a perpetual trust, had been submitted to the Board previously, which qualified as a holding company and top tier holding company. Mr. Manuel continued since the Federal Reserve did not make a determination as to the source of strength scenario in relation to the Dodd Frank Act, the Trust Four application was withdrawn and replaced with the Trust Five application. Mr. Manuel explained the Trust Five application is a change of control of a terminating trust.

Mr. Manuel explained the Trust Five application will terminate after 21 years following the death of the various parties.

Mr. Manuel explained upon approval of the Board and Federal Reserve, 3,910 of the 9,890 shares of Oliver Bancorporation, Inc., will be acquired by Trust Five, with a proposed target transaction date of January 4, 2014.

President Goetz explained the proposed transaction will eliminate the bank having to be sold upon his death, as well as save future estate taxes.

Assistant Commissioner Webb indicated the Department recommends approval of the Trust Five application.

It was moved by Member Daniel, seconded by Member Baerwald, and unanimously carried to approve the application from James M. and Devon Goetz Family Trust Five to acquire 3,910 shares (39.53%) of the total 9,890 voting shares of Oliver Bancorporation, Inc., Center, North Dakota.

The meeting adjourned at 9:40 a.m.

Robert J. Entringer, Chairman

Aaron K. Webb, Secretary